

DEC-10-1997 13:50

GREG E REEVES

P. 02

I hereby certify that the foregoing has been filed
in the office of the Division and is a true and
correct copy of the original.



Karla T. Woods
KARLA T. WOODS
Division Director

ARTICLES OF ORGANIZATION

OF

LISBON VALLEY MINING CO. LLC

RECEIVED

MAY 20 1997

DIV. OF CORP. & COMM. CODE

The undersigned Manager adopts the following Articles of Organization for the purpose of forming a limited liability company under the Utah Limited Liability Company Act (the "Act").

ARTICLE I
NAME OF COMPANY

The name of the limited liability company is Lisbon Valley Mining Co. LLC (the "Company").

ARTICLE II
PERIOD OF DURATION

The period of duration shall be 99 years from the date of filing these Articles of Organization with the Division of Corporations and Commercial Code of the Utah Department of Commerce (the "Division").

ARTICLE III
PURPOSE

The Company is organized for any lawful purpose for which a limited liability company may be organized pursuant to the Act.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The address of the Company's registered office in the State of Utah is c/o C T Corporation System, 50 W. Broadway, Salt Lake City, UT 84101. The name and address of the Company's initial registered agent is as follows: C T Corporation System, c/o C T Corporation System, 50 W. Broadway, Salt Lake City, UT 84101. The Division is appointed registered agent for service of process if the registered agent resigns, its authority is revoked, or it cannot be found or served with the exercise of reasonable diligence.

ARTICLE V
MANAGER

The Company shall be managed by one manager. No member (other than a manager or an officer appointed by the manager) has

the authority or power to act for or on behalf of the Company, to do any act that would be binding on the Company, or to incur any expenditures on behalf of the Company. The name and address of the initial Manager who is to serve until its successor is elected is Summo USA Corporation, 1776 Lincoln St. #900, Denver, CO 80203.

IN WITNESS WHEREOF, the Manager has executed these Articles of Organization this 16th day of May, 1997.

SUMMO USA CORPORATION

By: Gregory A. Hahn
Gregory A. Hahn
President

ATTEST:

Michelle Hebert
Secretary
(SEAL)

STATE OF COLORADO)
City and County of Denver) ss:

The foregoing instrument was acknowledged before me this 16 day of May, 1997, by Gregory A. Hahn, as the President of Summo USA Corporation, a Colorado corporation, the corporation named in and that executed the foregoing instrument, on behalf of the corporation.

Michelle Hebert
Notary Public

My Commission Expires:

3-18-99
(SEAL)

REGISTERED AGENT ACCEPTANCE

The undersigned, the person named as the registered agent of
the Company in Article IV of the foregoing Articles of
Organization, consents to such appointment.

C T CORPORATION SYSTEM

By: Marcia J. Aizahara
(Name)

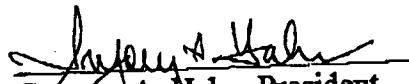
CERTIFICATE

This is to certify that SUMMO USA CORPORATION is currently the manager, owner, and only member of Lisbon Valley Mining Company, LLC.

Dated the 12th day of December 1997.

SUMMO USA CORPORATION,
Manager of Lisbon Valley Mining
Company LLC

By:


Gregory A. Hahn, President